Amendments to the Claims

1. (Cancelled)

2. (Cancelled)

3. (Cancelled)

4. (Cancelled)

5. (Cancelled)

6. (Cancelled)

7. (Cancelled)

8. (Currently amended) The process of claim [[1]] 28 wherein said quaternary ammonium salt is used in an amount of about 0.5 to about 2 moles of ammonium moiety per mole of sodium ion of said clay.

9. (Cancelled)

10. (Currently amended) A rubber composition prepared by the process of claim [[1]] 21.

11. (Cancelled)

12. (Cancelled)

13. (Original) An article of manufacture having at least one component of a rubber composition comprised of the rubber composition of claim 10.

14. (Original) A tire having at least one component of a rubber composition comprised of the rubber composition of claim 10.

15. (Cancelled)

16. (Cancelled)

17. (Original) A tire having a tread of a rubber composition comprised of the rubber composition of claim 10.

18. (Cancelled)

19. (Cancelled)

20. (Cancelled)

21. (Cancelled)

22. (Cancelled)

23. (Canceled)

24. (Canceled)

25. (Canceled)

26. (Canceled)

27. (Canceled)

28. (New) A process of preparing a rubber composition which contains a dispersion of intercalated and at least partially exfoliated smectite clay, wherein said smectite clay is intercalated and exfoliated in situ within an elastomer host comprises blending, based upon parts by weight per 100 parts by weight rubber (phr):

A. 100 phr of at least one hydrocarbon diene-based elastomer,

B. about one to about 20 phr of said smectite clay selected from at least one of montmorillonite clay and hectorite clay and mixtures thereof,

C. quaternary ammonium salt selected from methyl trialkyl ammonium chloride, trimethyl alkyl ammonium chloride, dimethyl dialkyl ammonium chloride, dimethyl alkyl allyl ammonium chloride and dimethyl diallyl ammonium chloride, and

D. about 20 to about 99 phr of at least one additional reinforcing filler comprised of at least one of carbon black, synthetic amorphous silica or silica treated carbon black and mixtures thereof;

wherein a coupling agent is mixed therewith subsequent to said intercalation of said smectite clay and after at least a partial exfoliation of said intercalated clay to form exfoliated clay platelets;

wherein said coupling agent is a bis(3-triethoxysilylpropyl) polysulfide having an average of from about 2 to about 2.6 or an average of from about 3.5 to about 4 connecting sulfur atoms in its polysulfidic bridge.

29. (New) The process of claim 28 wherein said coupling agent is a bis(3-triethoxysilylpropyl) polysulfide having an average of from about 2 to about 2.6 connecting sulfur atoms in its polysulfidic bridge.